

# **EXHIBIT B**

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAUApplication for Certificate of Authority  
(15 Pa.C.S.)

- ☒ Foreign Business Corporation (§ 4124)  
☐ Foreign Nonprofit Corporation (§ 6124)

Name <b>Enerplus Resources (USA) Corporation</b>		
Address <b>1700 Lincoln Street, Suite 1300</b>		
City <b>Denver</b>	State <b>CO</b>	Zip Code <b>80203-4513</b>

Document will be returned to the  
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Commonwealth of Pennsylvania  
CERTIFICATE OF AUTHORITY 3 Page(s)

Fee: \$250



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In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:  
**Enerplus Resources(USA) Corporation**

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.  
The name which the corporation adopts for use in this Commonwealth is:  
**N/A**

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:  
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: **DELAWARE**

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

<b>1700 Lincoln Street Suite 1300</b>	<b>Denver</b>	<b>CO</b>	<b>80203-4513</b>
Number and street	City	State	Zip

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6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

(b) Name of Commercial Registered Office Provider

c/o: CT Corporation Systems Dauphin County.

7. Check one of the following:

☒ **Business Corporation:** The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

☐ **Nonprofit Corporation:** The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this

27 day of October,

2009.

Enerplus Resources (USA) Corporation

Name of Corporation

Signature

Officer

FINANCE MANAGER

Title